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T.R.A. DOCKET ROOM

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November 1, 2005

BY OVERNIGHT DELIVERY

Tennessee Regulatory Authority
Ms. Sharla Dillon, Docket Room
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Docket No: 05-00277

Joint Application by Telecom Management, Inc., d/b/a Pioneer Telephone
and Adelphia Telecommunications, Inc. for Approval of an Asset Purchase
Agreement and Transfer of Customers

Dear Ms. Dillon:

Please find responses to Data Request No. 1 in the above referenced docket.

1. *Provide a citation to a statute, rule or order which warrants the petition's approval.*

This application is filed pursuant to Tennessee Code Ann. §§ 65-4-104 and 65-4-112.

2. *Have the applicants filed similar applications or notices in other states? If so, provide a listing of states and actions taken.*

We have filed notice of the transaction which do not require approval in these states:

AZ, CA, CO, CT, FL, GA, IN, ME, MI, NC, NH, NJ, SC, WA, WV.

Applications have been filed and either approved, or are pending approval, in these states:

AL, MD, MS, NY, PA, TN, VT.

3. *Have the applicants filed a similar application with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your application has been established by any federal agency, provide such with your response.*

Yes. Filings have been made with the FCC and are presently pending approval as follows:

- 1) Transfer of Domestic authority with the Wireline Competition Bureau.
 - 2) Transfer of the 214 with the International Bureau
 - 3) Slamming Certification Letter with the Competition and Policy Division
4. *Provide the number of customers that Adelphia Telecommunications, Inc. (ATI) currently has in Tennessee.*

There are currently 440 customers of Adelphia Telecommunications in Tennessee.

5. *Will all ATI customers in Tennessee be transferred to Telecom Management, Inc. d/b/a Pioneer Telephone?*

Those who do not choose to change to another carrier will be transferred to Pioneer.

6. *What telecommunication services will ATI continue to provide under its current CCN in Tennessee after the transfer?*

None. ATI will discontinue all services, and relinquish its certification, after consummation of the subject transaction and transfer.

7. *Consistent with TRA Rule 1220-4-2.56(2) (d), re-file and/or provide a new current customer notice or letter informing customers that, for up to ninety(90) days from the date of the transfer of customers, the acquiring provider agrees to provide the customers with a thirty (30) days written notice of any rate increase that may affect their service.*

Please see Customer Notice attached.

8. *Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.*

Pioneer will continue to operate under its present CCN and business license. ATI will not provide any services, or otherwise conduct business in Tennessee after consummation of the subject transaction, and will surrender its CCN.


9. *Provide a current organizational chart of Pioneer and ATI before and after the transaction.*

Please see the attached current organizations charts of Pioneer and ATI before and after the transaction.

Enclosed please find an original and thirteen (13) copies of this response. Please date stamp and return the enclosed extra copy of this letter in the envelope provided.

Please call me should you have any questions concerning this filing. Thank you for your assistance with this matter.

Sincerely,



Edward P. Gothard

EPG/pcf
Enclosure

[Adelphia logo here]

Telecom Management, Inc.
d/b/a Pioneer Telephone

Adelphia Telecommunications, Inc

October __, 2005

Dear Customer.

Telecom Management, Inc., d/b/a Pioneer Telephone ("Pioneer") and Adelphia Telecommunications, Inc. ("Adelphia") have entered into an Asset Purchase Agreement, whereby the telecommunications assets of Adelphia will be acquired by Pioneer, and Pioneer will become your interstate, international and intrastate telecommunications service provider for long distance services. Pioneer anticipates this happening on or before _____

This change in ownership will not affect or in any way disrupt your current service. At the moment, your rates fall under one of three Adelphia rate plans: 7, 7.5 or 8 cents per minute. **Your rates and the terms and conditions under your existing contract will not change as a result of the transaction.** No charges or fees will be imposed and no rate increase will occur as a result of this transaction. Although no rate increases are anticipated at this time, pursuant to Tennessee law, for a period of at least ninety (90) days, Pioneer will provide a notice to all customers, thirty (30) days in advance, if there are to be any rate increases that may affect your service. Pioneer will inform you, by separate mailing, of any post-transaction changes which may occur. For the Adelphia terms and conditions please go to www.Adelphia.com

We realize you have a choice of carriers. Subject to the terms and conditions of your existing contract with Adelphia, including applicable termination penalties, you have the right to choose a different carrier for your services. Please note that if you are a customer of Adelphia on the date of the transfer and you have not informed Adelphia that you have made arrangements to switch to a carrier other than Pioneer, your services will automatically be transferred and your account assigned to Pioneer. Also, if you have placed a "freeze" on the services to prevent the unauthorized transfer of your services to another carrier, the freeze will be lifted and your services will be transferred to Pioneer. You must contact your local exchange carrier to re-establish freeze protection for your Services after the transfer. Pioneer will be responsible for any outstanding Adelphia customer complaints after the date of transfer. If you have any questions, please call one of Pioneer's Customer Service Representatives at 1-888-472-6222.

We at Pioneer are pleased to welcome you to our team and would like to express our appreciation for allowing us the opportunity to be your telecommunication service provider. We are confident that you will be pleased with the high quality of our service.

Yours faithfully,

Sue Bouchard, President
Telecom Management, Inc.
d/b/a Pioneer Telephone

Maria Arias, Vice President
Adelphia Telecommunications, Inc

Post-Acquisition Flow Chart
For
Telecom Management, Inc. d/b/a Pioneer Telephone and Adelphia Telecommunications, Inc.

**Telecom Management,
Inc. d/b/a Pioneer
Telephone**

Pre-Acquisition Flow Chart
For
Telecom Management, Inc. d/b/a Pioneer Telephone and Adelphia Telecommunications, Inc.

**Telecom Management, Inc. d/b/a
Pioneer Telephone**

**Adelphia Telecommunications,
Inc.**

(Telecom Management, Inc. d/b/a Pioneer Telephone acquires the telecommunication assets of Adelphia Telecommunications, Inc. including but not limited to customer accounts. Adelphia Telecommunications, Inc. will discontinue operations)